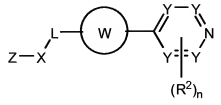
Amendments to the Specification:

Please replace paragraph [0047] with the following amended paragraph:

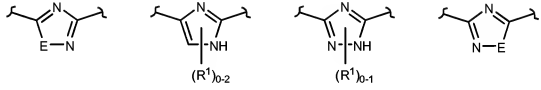
[0047] The present invention also comprises a compound for modulating kinase activity, according to Formula **II**,



II

or a pharmaceutically acceptable salt, hydrate, or prodrug thereof, wherein,

W is selected from one of the following formulae:



provided Z-X-L-is bonded to the left side of W as depicted, and the ring containing Y is bonded to the right side of W as depicted; ~~[JIM, HAVE WE MADE ANY OF THESE GEOMETRIC ISOMERS? I PUT THIS IN LAST YEAR IN THE HOPES THAT WE'D MAKE A FEW OF THESE ISOMERS AND THEY'D BE EQUIVALENT OR BETTER THAN THE KNOWN GEOMETRIC ISOMERS ABOUT THE CENTER RING, E.G. TRIAZOLE. PLEASE CALL ME TO DISCUSS.]~~

E is -S- or -O-;

R^1 and R^2, at each ~~occurrance~~occurrence, are independently selected from -H, halogen,-CN,-NH_2, -CF_3, -NO_2, -OR^6, -$N(R^6)R^7$, -$N(R^6)N(R^6)R^7$,-$S(O)_{0-2}R^7$,-$SO_2N(R^6)R^7$,-CO_2R^6, -$C(O)N(R^6)R^7$, -$N(R^6)SO_2R^7$, -$N(R^6)C(O)R^7$, -$N(R^6)C(O)C_{0-6}$alkyl-$N(R^6)R^7$, -$N(R^6)CO_2R^7$, -$C(O)R^6$, optionally substituted C_{1-6} alkyl, optionally substituted aryl, optionally substituted aryl C_{1-6} alkyl, optionally substituted heterocyclyl, and optionally substituted heterocyclyl C_{1-6} alkyl;

n is zero to four;

L is optionally substituted C_{1-6} alkylene;

X is $-N(R^3)-$;

R^3 is selected from -H, optionally substituted alkyl, optionally substituted aryl, optionally substituted aryl C_{1-6} alkyl, optionally substituted heterocyclyl, and optionally substituted heterocyclyl C_{1-6} alkyl;

Z is selected from R^4, $R^4C(=O)-$, $R^3(R^4)NC(=O)-$, R^4SO_2-, $R^3(R^4)NSO_2-$, and $R^4C(=NR^5)-$;

R^4 is selected from optionally substituted aryl, optionally substituted aryl C_{1-6} alkyl, optionally substituted heterocyclyl, and optionally substituted heterocyclyl C_{1-6} alkyl;

optionally R^3 and R^4, together with the atoms to which they are attached and any additional atoms that link Z with X, are combined to form a first optionally substituted five-to seven-membered heterocyclyl ring, said first optionally substituted five- to seven-membered heterocyclyl ring optionally containing at least one additional heteroatom selected from N, O, S, and P;

R^5 is selected from -H,$-NO_2$, $-NH_2$, $-N(R^6)R^7$, -CN, $-OR^6$, and optionally substituted C_{1-6} alkyl;

Y is independently either =C(H)- or =N-, provided that there are no more than three of =N- in the ring bearing Y;

each R^6 is -H or R^7;

each R^7 is independently selected from optionally substituted C_{1-6} alkyl, optionally substituted aryl, optionally substituted aryl C_{1-6} alkyl, optionally substituted heterocyclyl, and optionally substituted heterocyclyl C_{1-6} alkyl ; and

optionally R^6 and R^7, when taken together with a common nitrogen to which they are attached, form a second optionally substituted five- to seven-membered heterocyclyl ring, said second optionally substituted five- to seven-membered heterocyclyl ring optionally containing at least one additional heteroatom selected from N, O, S, and P.

Please replace paragraph [0065] with the following amended paragraph:

[0065] In another example, the compound is according to paragraph [0047], selected from N-cyclopentyl-2-naphthalen-1-yl-N-[2-(5-pyridin-4-yl-lH-1,2,4-triazol-3yl)ethyl]acetamide, N-cyclopentyl-2-naphthalen-1-yl-N-[2-(3-pyridin-4-yl-1,2,4-oxadiazol-5-yl)ethyl]acetamide, and N-cyclopentyl-N-(2-{4-[4-(methyloxy)phenyl]-2-pyridin-4-yl-lH-imidazol-5-yl}ethyl)-2-naphthalen-1-ylacetamide. ~~[JIM, HAVE WE MADE ANY OF THESE? SEE ABOVE DISCUSSION.]~~